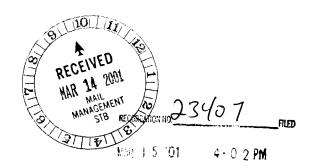


March 13, 2001

Taledia Stokes Surface Transportation Board Recordation Office 1925 K Street, N.W., Suite 700 Washington D.C. 20423



Dear Taledia,

SURFACE TRANSPORTATION BOARD

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of January 31, 2001 between the following parties:

Lessor: THE CIT GROUP/EQUIPMENT FINANCING INC 1211 Avenue of the Americas, New York, NY 10036

Lessee: ENTERGY ARKANSAS INC 10055 Grogans Mill Rd Ste 300 The Woodlands, TX 77380

## A short summary of the document to appear in the index follows:

Memorandum of Railcar Lease between Lessor: THE CIT GROUP/EQUIPMENT FINANCING INC and Lessee: ENTERGY ARKANSAS INC covering 229 covered hopper railcars with reporting marks and numbers – CEFX 40731-41324, NOT INCLUSIVE

Please file this memorandum as a PRIMARY document and return one (1) stamped original to my attention. A check covering the filing fee of twenty-seven dollars (\$27.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20254.

Thank you for your prompt assistance.

Sincerely,

Rebecca Heisler Administrator

Kebecca Heisler

enclosure

## MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated a	ns of this <u>3/ <sup>s/</sup></u> day of IT FINANCING, INC., a
January 2001, is made by THE CIT GROUP/EQUIPMEN Delaware corporation, with an address at 1211 Avenue of the A	mericas, New York, Nev
York 10036 (the "Lessor"), and ENTERGY ARKANSAS INC.	, an Arkansas
corporation, with an address at 10055 Grogans Mill Rd.,	11 11 11 11 11 11 11 11 11 11 11 11 11
Suite 300, The Woodlands, TX 77380	(the "Lessee" and,
together with the Lessor, the "Parties").	

## KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By:	Joseph J. Montions	
Name:	JOSEPH L. MANKOWSKI	_
Title:	VICE PRESIDENT/RAIL RESOURCES	

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

ENTE	R <b>®</b> X AR	KANSAS INC.	
		- 4	
Ву:			
Name:		James F. Kenney	
Title:		V. P. Energy Management	_

WAR 1.5 '01 4-0.2 PM
SURFACE TRANSPORTATION BOARD

Schedule A

Q	uantity	<u>I</u>	Description			Car Marks a	nd Numbers	<u>i</u>
22	29	á	aluminum co	al gondolas		Listed below	<i>i</i>	
1	CEFX	40731	46	CEFX	40873	91	CEFX	41001
2	CEFX	40735	47	CEFX	40874	92	CEFX	41030
3	CEFX	40741	48	CEFX	40875	93	CEFX	41031
4	CEFX	40768	49	CEFX	40876	94	CEFX	41051
5	CEFX	40781	50	CEFX	40877	95	CEFX	41052
6	CEFX	40822	51	CEFX	40878	96	CEFX	41059
7	CEFX	40825	52	CEFX	40879	97	CEFX	41116
8	CEFX	40835	53	CEFX	40880	98	CEFX	41132
9	CEFX	40836	54	CEFX	40881	99	CEFX	41159
10	CEFX	40837	55	CEFX	40882	100	CEFX	41190
11	CEFX	40838	56	CEFX	40883	101	CEFX	41191
12	CEFX	40839	57	CEFX	40884	102	CEFX	41192
13	CEFX	40840	58	CEFX	40885	103	CEFX	41193
14	CEFX	40841	59	CEFX	40886	104	CEFX	41194
15	CEFX	40842	60	CEFX	40887	105	CEFX	41195
16	CEFX	40843	61	CEFX	40888	106	CEFX	41196
17	CEFX	40844	62	CEFX	40889	107	CEFX	41197
18	CEFX	40845	63	CEFX	40890	108	CEFX	41198
19	CEFX	40846	64	CEFX	40891	109	CEFX	41199
20	CEFX	40847	65	CEFX	40892	110	CEFX	41200
21	CEFX	40848	66	CEFX	40893	111	CEFX	41201
22	CEFX	40849	67	CEFX	40894	112	CEFX	41202
23	CEFX	40850	68	CEFX	40895	113	CEFX	41203
24	CEFX	40851	69	CEFX	40896	114	CEFX	41204
25	CEFX	40852	70	CEFX	40897	115	CEFX	41205
26	CEFX	40853	71	CEFX	40898	116	CEFX	41206
27	CEFX	40854	72	CEFX	40899	117	CEFX	41207
28	CEFX	40855	73	CEFX	40900	118	CEFX	41208
29	CEFX	40856	74	CEFX	40901	119	CEFX	41209
30	CEFX	40857	75	CEFX	40902	120	CEFX	41210
31	CEFX	40858	76	CEFX	40903	121	CEFX	41211
32	CEFX	40859	77	CEFX	40904	122	CEFX	41212
33	CEFX	40860	78	CEFX	40924	123	CEFX	41213
34	CEFX	40861	79	CEFX	40925	124	CEFX	41214
35	CEFX	40862	80	CEFX	40926	125	CEFX	41215
36	CEFX	40863	81	CEFX	40928	126	CEFX	41216
37	CEFX	40864	82	CEFX	40929	127	CEFX	41217
38	CEFX	40865	83	CEFX	40931	128	CEFX	41218
39	CEFX	40866	84	CEFX	40936	129	CEFX	41219
40	CEFX	40867	85	CEFX	40989	130	CEFX	41220
41	CEFX	40868	86	CEFX	40990	131	CEFX	41221
42	CEFX	40869	87	CEFX	40991	132	CEFX	41222
43	CEFX	40870	88	CEFX	40992	133	CEFX	41223
44	CEFX	40871	89	CEFX	40993	134	CEFX	41224
45	CEFX	40872	90	CEFX	40994	135	CEFX	41225
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136	CEFX	41226
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229	CEFX	41324